

**THIRD AMENDMENT
TO PROFESSIONAL SERVICES AGREEMENT**

This Third Amendment ("Third Amendment") is dated effective this 7/22/2014 day of _____, 2014 and is entered into between American Traffic Solutions, Inc. ("ATS"), a corporation duly registered under the laws of the State of Kansas with its principal place of business at 1330 West Southern Avenue, Tempe, Arizona 85282 and the City of North Miami ("City"), a municipal corporation of the State of Florida.

RECITALS

WHEREAS, on March 25, 2008, the City and ATS entered into a contract for Photo Enforcement Services Agreement (the "Agreement") to provide Automated Traffic Enforcement Systems;

WHEREAS, on June 30, 2010, the parties executed a First Amendment to the Agreement;

WHEREAS, Section 12.0 of the Agreement requires any amendments, modifications, or alterations of the Agreement to be in writing and duly executed by the parties; and

WHEREAS, the City and ATS mutually desire to amend, modify or alter certain terms and conditions of the Agreement.

TERMS AND CONDITIONS

NOW THEREFORE, in consideration of the mutual covenants and promises contained in this Third Amendment, the City and ATS do hereby agree as set forth below:

1. The above recitals are true and correct and are incorporated herein.
2. Section 2.0 of the Agreement sets forth a term of five (5) years following the date of the first paid notice from the first installed Camera. The current term of the Agreement expires on July 21, 2014. Section 2.0 is hereby amended to extend the term on a month-to-month basis for up to six months to allow the parties' time to further negotiate a longer extension.
3. During the month-to-month extension of the Agreement, ATS will not waive any accrued balance under the Flexible Payment Plan set forth in Section 12 of the First Amendment (which amended Section 6 of the Agreement). If any balances are deferred under the Flexible Payment Plan, such balances will continue to accrue into any subsequent longer-term extension.
4. Except as expressly amended or modified by the terms of this Third Amendment, all terms of the Agreement as amended by the First Amendment shall remain in full force and effect. In the event of a conflict between the terms of this Third Amendment and the Agreement or the First Amendment, the terms of this Third Amendment shall prevail and control.
5. The provisions of the Agreement, as amended, including the recitals, comprise all of the terms, conditions, agreements, and representations of the parties with respect to the subject matter hereof.
6. This Third Amendment may be executed in one or more counterparts, each of which shall constitute an original, but all of which taken together shall constitute one and the same instrument.
7. Each party represents and warrants that the representative signing this Third Amendment on its behalf has all right and authority to bind and commit that party to the terms and conditions of this Third Amendment.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this Third Amendment.

DocuSigned by:
CITY OF NORTH MIAMI, FLORIDA

By: *Aleem Ghany*
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City Manager
Title: _____
Date: 7/22/2014
Date: _____

DocuSigned by:
AMERICAN TRAFFIC SOLUTIONS, INC.

By: *CH*
E6015CF5D1F34D0...
President
Title: _____
Date: 7/21/2014
Date: _____

APPROVED AS TO FORM

DocuSigned by:
By: *Regine Monestime* 7/21/2014
97875BB01BC7F413...
City Attorney Date